

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

SARAH ARONSON, M.D.,)	CASE NO.
)	
Plaintiff,)	
)	JUDGE
v.)	
)	
UNIVERSITY HOSPITALS OF)	
CLEVELAND,)	
)	
Defendant.)	

DECLARATION OF BARTON A. BIXENSTINE, ESQ.

Barton A. Bixenstine, Esq. declares upon his oath as follows:

1. I am an attorney licensed in the State of Ohio and admitted to practice in the Northern District of Ohio.


2. I am one of the attorneys representing Defendant University Hospitals of Cleveland d/b/a University Hospitals Case Medical Center ("Defendant") in the above-captioned case.

3. Attached to this Declaration are true and accurate copies of a series of corporate business filings by Defendant which I obtained from the Ohio Secretary of State's business filings website. These public records reflect that the corporate entity of University Hospitals of Cleveland was incorporated in 1987 under the law of the State of Ohio, with its principal place of business in Cleveland, Ohio. *See* Attachment 1. These records also reflect that University

Hospitals of Cleveland operates a not-for-profit hospital under the trade name of University Hospitals Case Medical Center, which is located in Cleveland, Ohio. *See* Attachment 2.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed this 18th day of February, 2010 in Cleveland, Ohio.

A handwritten signature in black ink, appearing to read "Barton A. Bixenstine", written over a horizontal line.

Barton A. Bixenstine

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G0267-0062



Department of State

The State of Ohio

Sherrod Brown
Secretary of State

711649

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARN

of:

UHO C

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll G267 at Frame 0063 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 29TH day of OCT,

A.D. 19 87.



SEC 6002


Sherrod Brown
Secretary of State

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G0267-0063

ARTICLES OF INCORPORATION
OF
UHOC

APPROVED
BY J.C.
DATE 10/29/87
AMOUNT 25.00

The undersigned, desiring to form a corporation not for profit under Section 1702.01 et seq., Ohio Revised Code, does hereby certify:

ARTICLE I

Name

The name of the Corporation shall be UHOC.

ARTICLE II

Principal Office

The place in the state of Ohio where the principal office of the Corporation is located is the City of Cleveland, County of Cuyahoga.

ARTICLE III

Purposes

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Internal Revenue Code") and to such end, and within such restrictions, the Corporation is organized for the following purposes:

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(i) To maintain hospital facilities and conduct programs for the provision of health care services to persons suffering from injury or disease and for the provision of maternity services and prenatal care; to maintain laboratories and other facilities for the study of disease and injuries of all kinds; to provide facilities for the teaching and training of nurses, physicians, surgeons and other persons engaged in the care of the sick and injured; and to facilitate the advancement of medical and surgical education.

(ii) To accept and receive, from whatever source, and to administer gifts, bequests, legacies, devises, grants and grants-in-aid, whether unrestricted or for specific purposes, funds, securities, and property, of every kind and description and to transfer the same, in compliance with the terms thereof, as is determined by the Board of Trustees to be in the best interests of the Corporation;

(iii) To hold and convey cash, securities, funds and real and personal property of every kind and description to the extent from time to time permitted by law;

(iv) To manage and administer, invest and reinvest, convey and transfer any funds, securities and property received;

(v) To purchase, use, improve, operate and manage property, and to borrow money for the improvement of any such property;

(vi) To cooperate with and contribute to and support other organizations engaged in promoting the purposes of this Corporation; and

(vii) To do all things incidental to the foregoing.

The foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this Corporation conferred by the laws of the State of Ohio and shall be understood to be in furtherance of, and in addition to, such general powers conferred on nonprofit corporations under the provisions of Chapter 1702 of the Ohio NonProfit Corporation Law, as amended, or the provisions of any similar law.

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ARTICLE IV

Prohibited Activities

No part of the property or earnings of the Corporation shall inure, directly or indirectly, to the benefit of, or be distributable to, the Corporation's trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or furnished, and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III of these Articles.

The Corporation may not engage otherwise than as an insubstantial part of its activities, in attempting to influence legislation, in involvement in any political campaign, in the activities of an "action" organization or in lobbying activities.

It is intended that this Corporation shall have the status of a corporation (i) which is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, contributions to which shall be deductible under section 170(c)(2) of the Internal Revenue Code; and (ii) which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code, and these Articles shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.

Any reference in these Articles to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any applicable future United States Internal Revenue law, from and after the effectiveness of any such future law.

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ARTICLE VTrustees

The corporate powers, property and affairs of the Corporation shall be exercised, conducted and controlled by the Board of Trustees, subject to the Corporation's Code of Regulations.

The following persons shall serve the Corporation as organizing trustees until its first annual meeting:

<u>Names</u>	<u>Address</u>
William Reynolds Chairman of the Board, University Hospitals of Cleveland	2074 Abington Road Cleveland, Ohio 44106
James A. Block, M.D. President University Hospitals of Cleveland	2074 Abington Road Cleveland, Ohio 44106
Gerald J. Haggerty, Jr. Senior Vice President, Finance University Hospitals of Cleveland	2074 Abington Road Cleveland, Ohio 44106

Future trustees of the Corporation shall be elected according to the procedures set forth in the Code of Regulations of the Corporation.

ARTICLE VIAmendments

These Articles of Incorporation may only be amended either in whole or in part in the manner now or hereafter prescribed by law.

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ARTICLE VIIDissolution

Upon the dissolution of this Corporation, the Board of Trustees, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all the assets of this Corporation exclusively for the purposes of the Corporation as stated in ARTICLE III hereof, in such manner or to such hospital or medical care organization or organizations organized and operated exclusively for charitable purposes as shall at that time qualify as an exempt hospital or medical care organization or organizations under section 501(c)(3) of the Internal Revenue Code, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of as directed by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively, or the purposes of the Corporation as stated in ARTICLE III hereof.

ARTICLE VIIILimitations and Restrictions

Notwithstanding any of the other provisions of these Articles, if and only if this Corporation is deemed a private foundation within the meaning of Internal Revenue Code section 509(a), each of the following limitations and restrictions shall apply to the Corporation:

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(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IX

Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any activities, or to exercise any power, or to do any act which a corporation formed under Ohio Revised Code Chapter 1702, as amended from time to time, may not at the time lawfully carry on or do.

IN WITNESS WHEREOF, the undersigned has hereunto caused to be subscribed its names this 24th day of October, 1987.

A & H STATUTORY SERVICE CORP.

By: [Signature]
Stephen C. Ellis, President

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G0267-0069

ORIGINAL APPOINTMENT OF AGENT


FOR

UHOC

The undersigned, being the Sole Incorporator of UHOC, hereby appoints A&H Statutory Service Corp., a corporation with offices in this state, as the agent upon whom any process, notice or demand required or permitted by statute to be served upon UHOC may be served. The complete address of A&H Statutory Service Corp. is 1100 Huntington Building, Cleveland, Ohio 44115. (Cuyahoga Co.)

A & H STATUTORY SERVICE CORP.

By:


Stephen C. Ellis, President
Cleveland, Ohio

October 28, 1987

UHOC

GENTLEMEN:

The undersigned hereby accepts appointment as agent of UHOC upon whom process, tax notices or demands may be served.

A&H STATUTORY SERVICE CORP.

By:


Stephen C. Ellis, President

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200621902168



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/08/2008	200621902168	TRADE NAME/ORIGINAL FILING (RNO)	50.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

EMILY A. PETERSON - UNIVERSITY HOSPITALS HEALTH SYSTEM
10524 EUCLID AVE.
STE. 1100
CLEVELAND, OH 44106-2205

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

1639837

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

UNIVERSITY HOSPITALS CASE MEDICAL CENTER

and, that said business records show the filing and recording of:

Document(s)

TRADE NAME/ORIGINAL FILING

Date of First Use: 06/26/2006
Expiration Date: 08/04/2011

Document No(s):

200621902168

UNIVERSITY HOSPITALS OF
CLEVELAND
11100 EUCLID AVE.
ATTN: GENERAL COUNSEL
CLEVELAND, OH 44106



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 4th day of August, A.D.
2006.

J. Kenneth Blackwell
Ohio Secretary of State

Doc ID -->

200621902168

Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos
e-mail: bussserv@sos.state.oh.us

Expedite this Form: (Select One)

Mail Form to one of the Following:

☐ Yes PO Box 1390
 Columbus, OH 43216
 *** Requires an additional fee of \$100 ***

☒ No PO Box 670
 Columbus, OH 43216

NAME REGISTRATION
 (For Domestic/Foreign Profit or Non-Profit)
 Filing Fee \$50.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

(1) <input checked="" type="checkbox"/> Trade Name (167-RNO) Date of first use <u>06/26/2006</u> MM/DD/YYYY	(2) <input type="checkbox"/> Fictitious Name (169-RFO)	(3) <input type="checkbox"/> Name Reservation (160-NRO) <input type="checkbox"/> Original <input type="checkbox"/> Renewal Registration No. _____
-----------------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------------------------------------------

Complete the information in this section if box (1) or (2) is checked.

The exact name being registered or reported is

University Hospitals Case Medical Center

The Registrant is (Check Appropriate Box)

<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Corporation incorporated in the state of _____ holding Ohio license no. _____
<input type="checkbox"/> Limited Partnership Reg. No. _____	<input type="checkbox"/> Unincorporated Association
<input type="checkbox"/> Ohio Limited Liability Co., Reg. No. _____	<input type="checkbox"/> Foreign Limited Liability Co. holding Ohio Reg. No. _____ organized in the state of _____
<input checked="" type="checkbox"/> Ohio Corporation, Charter No. <u>711849</u>	
<input type="checkbox"/> General Partnership	
<input type="checkbox"/> Other _____	

The name of the registrant designated above is

University Hospitals of Cleveland

NOTE: Where the registrant is a partnership, the name of the partnership must appear on this line. If the registrant is a foreign corporation licensed in Ohio under an assumed name, both the assumed name and actual corporate title of such corporation must appear on this line.

The business address of the registrant is

11100 Euclid Avenue, Attn: General Counsel

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Cleveland

(City)

Cuyahoga

(County)

Ohio

(State)

44106

(Zip Code)

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Complete the information in this section if box (1) or (2) is checked Cont.

Complete only if registrant is a general partnership

NAME OF ALL GENERAL PARTNERS

COMPLETE RESIDENTIAL ADDRESSES (including zip code)

NOTE: Pursuant to OAG 89-081, if a general partner is a foreign (out-of-state) corporation, it must be licensed to transact business in Ohio; if a general partner is a foreign corporation licensed in Ohio under an assumed name, please note both the assumed name and actual corporate title of such general partner.

The nature of the business conducted by the registrant under the trade or fictitious name is (please be specific)

Non-Profit Hospital & Hospital Services

Complete the information in this section if box (3) is checked.

☐ Please reserve the name listed below. (only one name per form)

☐ Please reserve the first name available in the order of my preference.

I understand that I am not guaranteed the reservation UNTIL I RECEIVE WRITTEN CONFIRMATION FROM THE SECRETARY OF STATE'S OFFICE STATING THAT THE NAME HAS BEEN REGISTERED TO ME

The name reservation is valid for a period of 180 days

(First Choice)

(Second Choice)

(Third Choice)

(Applicant)

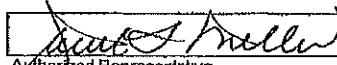
(Print Name)

(Address)

(City, State and Zip Code)

REQUIRED

Must be authenticated (signed)
by an authorized representative
(See Instructions)


Authorized Representative

Authorized Representative


Date

Date